

Hallsworth Frederick
Form 4
December 12, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hallsworth Frederick

2. Issuer Name and Ticker or Trading Symbol
Quotient Ltd [QTNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

28 ESPLANADE

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST HELIER, Y9 JE2 3QA

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Ordinary Shares | 03/24/2016 | | S | | 22 ⁽¹¹⁾ / ₍₁₂₎ \$ 8.59 | D | D |
| Ordinary Shares | 03/23/2017 | | S | | 26 ⁽¹¹⁾ \$ 6.65 | D | D |
| Ordinary Shares | 03/21/2018 | | S | | 28 ⁽¹¹⁾ \$ 6.21 | D | D |
| Ordinary Shares | 12/11/2018 | | P | | 10,000 \$ 6.5 | A | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Ordinary Share Option (Right to Buy) | \$ 11.62 | | | | | (2) | 10/31/2025 | Ordinary Shares | 7,505 |
| Ordinary Share Option (Right to Buy) | \$ 8 | | | | | (3) | 04/29/2024 | Ordinary Shares | 5,000 |
| Option to Purchase Ordinary Shares | (4) | | | | | 02/13/2014 | 08/30/2022 | Ordinary Shares | 20,014 |
| Ordinary Share Option (Right to Buy) | \$ 9.95 | | | | | (5) | 10/31/2024 | Ordinary Shares | 5,025 |
| Ordinary Share Option (Right to Buy) | \$ 5.73 | | | | | (6) | 10/31/2026 | Ordinary Shares | 8,726 |
| Ordinary Share Option (Right to | \$ 5.21 | | | | | (7) | 10/31/2027 | Ordinary Shares | 9,597 |

| | | | | | |
|--|---------|------|------------|--------------------|--------|
| Buy) | | | | | |
| Restricted Stock Units | (1) | (8) | (8) | Ordinary Shares | 2,879 |
| Restricted Stock Units | (1) | (9) | (9) | Ordinary Shares | 18,721 |
| Ordinary Share Option (Right to Buy) | \$ 6.41 | (10) | 10/31/2028 | Ordinary Shares | 6,240 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hallsworth Frederick 28 ESPLANADE ST HELIER, Y9 JE2 3QA | X | | | |

Signatures

| | |
|------------------------------------|------------|
| /s/ Frederick Hallsworth | 12/12/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Units convert into ordinary shares on a one-for-one basis.
 - (2) All 7,505 options have vested and remain exercisable.
 - (3) All 5,000 options have vested and remain exercisable.
 - (4) The exercise price will be paid in pounds sterling, at GBP0.91 per share.
 - (5) All 5,025 options have vested and remain exercisable.
 - (6) 5,818 options have vested on October 31, 2018 and remain exercisable, 2,908 options will vest on October 31, 2019.
 - (7) 3,199 options vested on October 31, 2018 and remain exercisable, 3,199 options will vest on October 31, 2019 and 3,199 options will vest on October 31, 2020.
 - (8) On October 31, 2017, the Reporting Person was granted 5,758 restricted stock units, of which 2,879 have vested and have been exercised. The remaining 2,879 restricted stock units will vest on October 31, 2019.
 - (9) On October 31, 2018, the Reporting Person was granted 18,721 restricted stock units, vesting in four equal installments on January 31, 2019, April 30, 2019, July 30, 2019 and October 31, 2019.
 - (10) The options vest and become exercisable in three equal annual installments beginning October 31, 2019.
 - (11) Relates to an inadvertent sale of ordinary shares, by the reporting person's broker to settle annual brokerage fees, without the reporting person's prior knowledge or direction.

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- (12) The reporting person's inadvertent sale of 22 ordinary shares on March 24, 2016 at a price of \$8.59 per share reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, with the reporting person's purchase of 5,000 ordinary shares upon exercise of warrants on October 2, 2015 at a price of \$8.80 per share. The reporting person realized no profit in connection with this short-swing transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.